THE SPECTACULAR SPIDER-MAN®

DISASSEMBLED

MARVEL

THE SPECTACULAR SPIDER-MAN

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THE SPECTACULAR SPIDER-MAN

DISASSEMBLED

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AVENGERS®

DISASSEMBLED PROLOGUE

THE SPECTACULAR SPIDER-MAN®

MARVEL
PSR 15

JENKINS
RYAN
STUDIO F

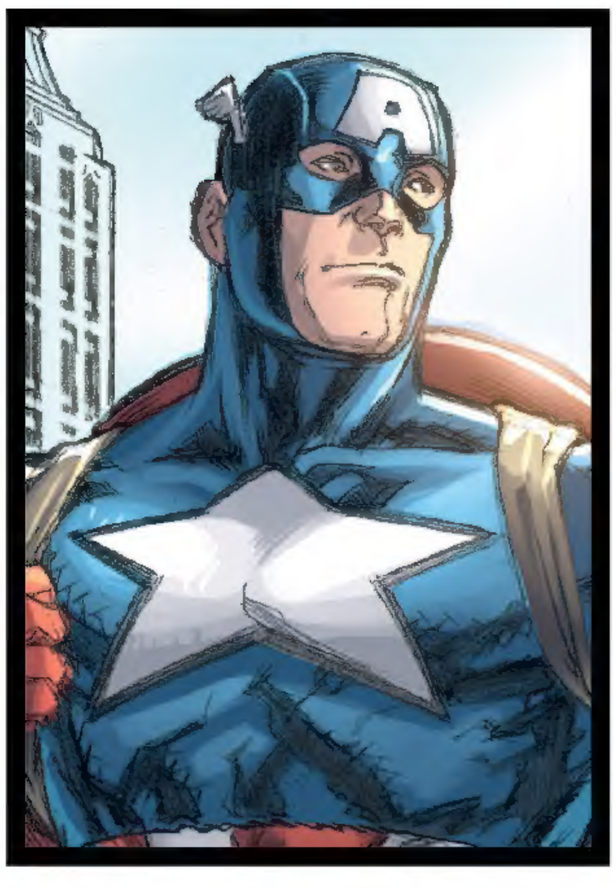
ROYAL FLUSH

PART 1 of 2

THE SPECTACULAR SPIDER-MAN

"UNDER MY SKIN"-PART ONE

At a demonstration on radiation, high school student Peter Parker was bitten by an irradiated spider from which he gained the arachnid's incredible abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his great powers in the service of his fellow man, because he learned an invaluable lesson: with great power there must also come great responsibility.



Steve Rogers, patriot of the second world war.

Denied a chance to serve his country until a unique military experiment maximized his physical structure, turning him into a super-soldier.

Frozen in suspended animation at war's end, he awoke in the modern world a man out of time but never out of courage.

He is Captain America.

Writer
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Letterer
Virtual Calligraphy's
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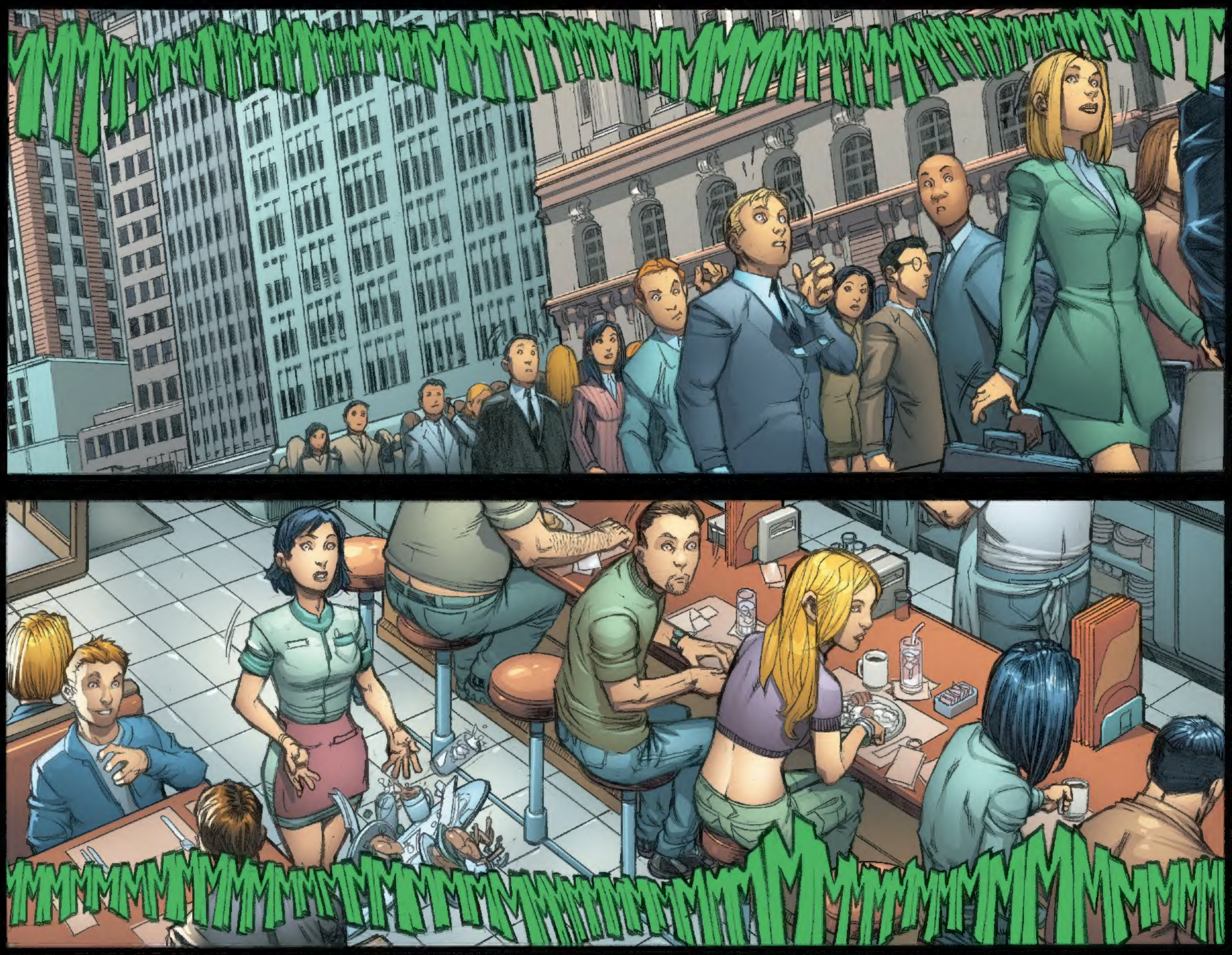
BRENT DAVIS! BRENT DAVIS! HE'S A CALCULATING GUY. YOU'LL NEVER ESCAPE HIS EAGLE EYE.

IF YOU COOK YOUR BOOKS THERE'S NOWHERE TO HI-IDE.

BRENT DA-VISSS!

MMMM


MMMM

MMMM

...WRAPPING UP ANOTHER EIGHT-HOUR MARATHON OF THE WORLD'S MOST REVOLTING CRIME SCENES HERE ON THE DETECTIVE CHANNEL.

AFTER THE BREAK, BRENT DAVIS: FORENSIC ACCOUNTANT FINDS TROUBLE IN THE BRAZILIAN RAINFOREST--

HEY, PETER... YOU GONNA COME WATCH THIS WITH ME? I LOVE THIS SHOW.

I DUNNO, MJ...I THINK YOUR VIEWING HABITS ARE STARTING TO GIVE ME BAD DREAMS.

C'MON, BABE...LET'S SNUGGLE. YOU KNOW I ALWAYS WATCH ALL OF YOUR SHOWS.

Y'KNOW, I'VE BEEN WORKING ON THIS THEORY THAT ALL WOMEN ARE ACTUALLY SUPER-VILLAINS--

--CAUSE THEY HAVE THE POWER TO DISTORT ***REALITY.*** HA HA HA!

URF.

HEY...WHAT SAY WE MAKE A DEAL: I COME IN THERE FOR ONE EPISODE AN' THEN WE GET OUTSIDE FOR A WHILE?

I WAS THINKING WE COULD TAKE FLASH TO THE PARK FOR SOME HOOPS. YOU KNOW HE LOVES TO WATCH YOU WHEN YOU SHOOT THE BALL--

RIGHT ON.

HEY...THIS THING'S ALL MESSED UP. DID YOU PAY THE CABLE BILL?

YEAH, I...UH...

PETE... BABY! ARE YOU OKAY?

UHH... YOU HEAR THAT...

...HUMMING SOUND?

MAYBE YOUR EARS ARE RINGING.

ARE YOU OKAY? YOU LOOK LIKE DEATH--

MY SPIDER-SENSE IS GOING BALLISTIC, MJ.

I MEAN LIKE I'VE NEVER FELT BEFORE. EVER.

THWIP THWIP

THWIP THWIP THWIP THWIP

CAPTAIN ROGERS!

HOPE YOU'RE NOT TOO BUSY THIS AFTERNOON, SOLDIER. S.H.I.E.L.D. COULD REALLY USE YOUR HELP.

THWIP THWIP THWIP THWIP THWIP THWIP THWIP THWIP THWI

HEY, LADY! HOW ABOUT YOU USE THE SIDEWALK LIKE EVERYONE ELSE--

AAH!

I'M NOT *LIKE* EVERYONE ELSE.

CLEAR A PATH. INCAPACITATE THE ONES THAT DON'T COMPLY.

BLAM

OH MY LORD! WHAT'S HAPPENING?

THEY'RE ROBBING THE BANK!

MA'AM, I GOTTA ASK YOU TO STAY WHERE YOU ARE. YOU CAN'T COME THIS WAY--

KILL.

--UKK!

AH, DAYTIME IN THE CITY--AND HOW WOULD MY AFTERNOON BE COMPLETE WITHOUT A LITTLE GRATUITOUS MAYHEM AND A FEW HUNDRED UNANSWERED QUESTIONS?

QUESTIONS SUCH AS, WHAT'S GOING ON? WHAT'S THE SOURCE OF THAT AWFUL, MIND-SPLITTING, BRAIN-WRECKING, NERVE-SCRAPING NOISE IN MY HEAD? AND WHO'S RESPONSIBLE?

AND WHY DID ROUGHLY ONE QUARTER OF THE JOE WAL-MARTS IN THIS TOWN SUDDENLY TAKE TO SOCCER HOOLIGANISM?

OH, BROTHER... IT'S THE JARHEAD FROM ANOTHER TIME ZONE...

HFF...EHH... SPIDER-MAN. WHAT ARE YOU DOING HERE?

MFF...GOOD FOOD, GREAT AMBIENCE.

PITY ABOUT THE SERVICE.

OKAY, SO... ME FIRST: YOU HAVE ANY IDEA WHO'S BEHIND ALL THESE PEOPLE GOING NUTSO?

NO, WE DON'T. WHAT'S *YOUR* INVOLVEMENT? AND I WANT THE *TRUTH*, PLEASE.

SIR, YES SIR! TRUTH IS, I KEEP HEARING THIS AWFUL SCREECHING IN MY BRAIN, SIR! IT WOULDN'T LEAVE OF ITS OWN ACCORD SO I FOLLOWED IT HERE TO THE SOURCE!

AN' AS LONG AS WE'RE TELLING THE TRUTH, SIR, I'M VERY ENVIOUS OF YOUR SNAZZY COSTUME--

DON'T BE FUNNY. IF YOU INSIST ON BEING HERE WE'LL NEED TO COORDINATE OUR APPROACH. WE'VE PICKED UP THERMAL IMAGES OF MAJOR ACTIVITY A COUPLE OF FLOORS FROM THE TOP.

CAN'T RISK A ROOFTOP ASSAULT... TOO MANY INNOCENT PEOPLE UP THERE. YOU AND I WILL HAVE TO GO IN LOW TO MINIMIZE POTENTIAL CIVILIAN CASUALTIES.

GOOD THINKING! LAST ONE UP'S A BED WETTER--

NO, WAIT! *LISTEN* TO ME!

"YOU HAVE NO IDEA WHAT SHE'S CAPABLE OF!"

HEY, GERRY: WE GOT SOME ACTIVITY DOWN THERE. SEE IF YOU CAN GET 'EM ALL IN FRAME.

ALREADY ON IT.

MA'AM, THIS IS THE NEW YORK POLICE DEPARTMENT. WE WOULD LIKE TO COMMUNICATE WITH YOU AND YOUR PEOPLE.

CAN YOU TELL US WHY YOU'VE COME TO NEW YORK CITY? DO YOU HAVE A LIST OF DEMANDS?

KRUMP

DOWN.

THAT'S NOT GOOD--

OKAY... NEARING THE SIXTIETH FLOOR. NO SIGN OF--

KRUMP

--WHAT WAS THAT?

"CONTROL, THIS IS CAPTAIN AMERICA: WE HAVE A MAJOR SITUATION HERE! DID ANYONE GET THAT?"

"ROGER. CHOPPER WENT DOWN. STAND BY."

NOT SURE WHAT I'M SEEING IN HERE, CONTROL...THE PEOPLE INSIDE SEEM DRAINED OF THEIR FREE WILL--THEY'RE BUILDING HER SOME KIND OF NEST.

HOPEFULLY, YOU CAN PICK THIS UP ON THE VIDI-CAM. DID ANYONE PUT THIS SCENARIO THROUGH TACTICAL?

NEGATIVE.

OKAY...GET SOMEONE ON IT. I'M GOING TO PROCEED UP TOWARDS THE ROOF. LET ME KNOW IF WE MANAGE TO INITIATE CONTACT BEFORE I GET THERE.

ESPECIALLY IF IT HAPPENS TO BE SPIDER-MAN. HE'S HEADING UPSTREAM WITHOUT A PADDLE.

"SPIDER-MAN? THAT COMPLICATES THINGS."

MY FOLKS WARNED ME NOT TO TALK TO STRANGE LADIES.

WHAT'S HAPPENING HERE, STRANGE LADY? DID YOU DO SOMETHING FREAKY TO THESE NICE PEOPLE?

YOU'RE SMALLER THAN I THOUGHT YOU'D BE, SPIDER-MAN.

I'LL TAKE THAT AS A "YES." NOW, PUT'EM WHERE I CAN SEE'EM.

NO, WAIT... THAT REEKS. HOW ABOUT, "REACH FOR THE SKY?"

UNH--?

THWIP

AA-AHH!

ONE CHANCE--THAT'S ALL YOU GET.

DO THAT AGAIN AND YOUR CITY WILL SUFFER WORSE HORRORS THAN YOU CAN POSSIBLY IMAGINE.

WOW! ANGRY WEIRDO AT TEN O'CLOCK...NEWS AT ELEVEN!

HMM--?

ALLEY OOP!

NOW LET'S TALK: IS THIS A "REVENGE ON SOCIETY" THING, OR ARE YOU LOOKING FOR CASH? IT'S THE SAME AS MONEY, YOU KNOW.

I...I AM YOUR *QUEEN.*

Y'KNOW, THAT'S A GOOD ANGLE FOR YOU--

--OW!

WELL, SORRY, YOUR MAJESTY. WE VOTE IN THIS COUNTRY AN' I DIDN'T VOTE FOR YOU.

SPIDER-MAN! BACK AWAY FROM HER!

UHH...JEEZ... I FEEL LIKE I'M IN HIGH SCHOOL AGAIN. ARE YOU *FLIRTING* WITH ME?

YOU'D BE SURPRISED AT THE ANSWER. TELL ME, SPIDER-MAN: DO YOU HEAR THAT SOUND?

SHOOT

OH, LORD...TURN IT OFF...TURN IT OFF...

EHH...I LIKE YOU, SPIDER-MAN... YOU'RE A SURVIVOR. I CAN RESPECT THAT.

IT'S ALL *ABOUT* SURVIVAL-- WHO'LL BE LEFT STANDING WHEN THE BOMB GOES OFF.

THINK OF ME AS A *COCKROACH*. THE BIGGEST ONE YOU EVER SAW.

HNF!

MAJESTY--!

YOU! WHAT ARE YOU DOING HERE?

THIS WAS NEVER GOING TO HAPPEN, ANA. I'M GIVING YOU FAIR WARNING: SURRENDER NOW AND NO LIVES WILL BE LOST.

THAT'S THE DIFFERENCE BETWEEN YOU AND I, ROGERS: YOU PROTECT AND SERVE, AS IF THEY'RE HUMAN.

WHAT DO I CARE FOR THE LIVES OF A FEW MINDLESS DRONES?

WAIT! STOP--

BAM

IT'S COMING, STEVIE-- JUST AS YOU ALWAYS KNEW IT WOULD. I'D LIKE TO SAY I'VE MISSED YOU OVER THE YEARS, BUT I'VE MOVED ON.

UHH...YOU DON'T MOVE ON, ANA...YOU JUST MOVE *LATERALLY*, LIKE THE INSECT YOU ARE.

HEY! I THOUGHT YOU SAID YOU DIDN'T KNOW THIS CHICK--!

HE KNOWS ME.

YOU WANNA PROVE A POINT, LADY, THEN HOW ABOUT YOU TAKE ME ON WITHOUT THE EPSILON SEMI-MORON CREW HERE? ÷NFF÷

I'M NOT TOO PROUD TO KICK YOUR BUTT, IF THAT'S WHAT YOU'RE WORRIED ABOUT.

STEP AWAY. I'LL TAKE THIS ONE MYSELF.

SPOTLIGHT

AAH!

DON'T FIND SHAME IN DEFEAT, SPIDER-MAN--THIS IS THE WAY OF THINGS. YOU COULD NEVER HAVE STOOD AGAINST ME.

THIS IS NATURE'S WAY.

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THE SPECTACULAR SPIDER-MAN®

MARVEL

PSR 16

ROYAL FLUSH

PART 2 of 2

JENKINS

RYAN

STUDIO F

At a demonstration on Radiation, high school student Peter Parker was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power there must also come Great Responsibility.

PREVIOUSLY

THE SPECTACULAR SPIDER-MAN

"UNDER MY SKIN". PART TWO

Seemingly turning half the population of New York into mindless drones, a mysterious woman named Ana, calling herself the Queen, has taken an entire skyscraper hostage.

After a shooting pain runs through Peter Parker's head, nearly causing him to black out, he leaves his Manhattan apartment and lovely wife Mary Jane behind to change into Spider-Man and seek out the source of his distress. The source: the Queen.

Simultaneously, Steve Rogers, better known to the world as Captain America, is informed by a high ranking government agent that Ana is on the loose. The good Captain pursues her.

Upon his arrival at the skyscraper, Captain America and Spider-Man encounter one another. For the Captain, Spidey is an added element that will most likely be a pain in his side. For Spider-Man, Cap's help is welcome but unnecessary.

Spider-Man heads directly for the roof where the Queen has set up her throne. Forced to take the stairs, Captain America arrives too late to help Spider-Man, who has been rendered helpless by the Queen's power.

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I feel something.

It's a web. Warm and inviting.

Wet.

My brothers and sisters. Working dutifully.

For the good of the hive. As it should be.

I'm trapped. Waiting. Anticipating.

Something's coming towards me.

Something *vile.*

And it's crawling under my skin.

YOU'RE PROBABLY WONDERING WHY I DON'T TAKE OFF YOUR MASK. I'VE TRIED TO MAKE IT CLEAR I'M NOT YOUR ENEMY.

I DON'T WANT THE MAN. JUST THE *SPIDER.*

I DON'T KNOW WHETHER TO BE SCARED OR *FLATTERED*...ƎMFF÷...BUT YOU KNOW I'M ALREADY SEEING SOMEONE.

PLUS, I DON'T DATE RAVING PSYCHOPATHS. IT SAVES ON MEDICAL BILLS.

HA! HEHH...YOU HAVE A VERY CUTE SENSE OF HUMOR. I LIKE THAT--IT'S A BONUS.

PLEASE... CALL ME ADRIANA.

OKAY...PERSONAL SPACE. PERSONAL *SPACE!*

RELAX. IT'S NATURE'S WAY.

YOU MAY JUST *ENJOY* IT.

Our lips meet and I hear a sound--a fusion of dripping raindrops and a fresh, murmuring breeze.

Fresh fly in the web. Caught this morning.

I'm truly *alive.*

She wants only me.

It's an honor.

No!

÷PTUI÷

GET OFFA ME, LADY!

NO ONE DOES THAT TO ME, YOU LITTLE WORM. *NO ONE!*

AA-UH!

THWACK!

THWACK!

YOU'LL FORGET YOU WERE EVER A MAN, OR THAT YOU LIVED AMONG THEM. YOU'RE ONE OF MY HIVE NOW.

YOU'LL LOVE ME WHETHER YOU LIKE IT OR NOT.

I DOUBT IT, YOU SKANK.

...FLYING HIGH ABOVE THE SCENE RIGHT NOW, BUT WE CAN SEE NO SIGNS OF FURTHER ACTIVITY. THERE'S A LOT OF TROOP MOVEMENT IN THE DISTANCE. THE STREETS ARE CORDONED OFF AND DESERTED.

SO, LET ME GET THIS STRAIGHT, CHIEF: THEY'RE KNOCKING THE LIVING CRUD OUT OF EACH OTHER AND THEN HE SUDDENLY *KISSES* HER?

HE *KISSES* HER! RIGHT IN THE MIDDLE OF WORLD WAR THREE! THIS IS *BEAUTIFUL!*

...AND I HEAR THE MAYOR OF NEW YORK HAS RAISED AN INQUIRY INTO THE ROOFTOP ENCOUNTER BETWEEN SPIDER-MAN AND THE WOMAN CALLING HERSELF THE QUEEN—

OOH! SPIDER-MAN C'N RAISE AN INQUIRY INTO *ME* ANYTIME! HE IS SUCH A *HOTTIE!*

HA HA HA HA!

THEY DID *WHAT,* NOW?

YOU KNOW WHAT THEY SAY, SIR: MAKE *LOVE,* NOT WAR.

...THIS ONE... NO, WAIT... LOOKS LIKE A SQUIRREL...

...HANG ON...

PLEASE HJÜRRY. MISTER FLASH IS GETTING BJØRD LOOKING AT YOUR MELØNS.

OH, MARY JANE, DEAR...ARE YOU ALL RIGHT? DID YOU SEE IT ALL? YOU MUST BE SO TERRIBLY *EMBARRASSED.*

HELLO, MAY. SEE *WHAT*, EXACTLY?

PETER. KISSING THAT AWFUL WOMAN ON TELEVISION. I'M SURE IT WAS ALL BLOWN WAY OUT OF PROPORTION.

I'VE SAID TOO MUCH.

"I WANT A TACTICAL AND ASSET SHEET, FURY: GIVE ME THE SHORT VERSION."

GOT A FULL COMPLEMENT OF S.H.I.E.L.D. TAC-OPS AT THE READY, GENERAL. ARMY'S SENT OVER EIGHTEEN BRADLEYS FROM THE 1ST BRIGADE, 1ST ARMORED DIVISION.

TAC'S A BIT HAZY AT THE MOMENT-- WE'RE GATHERING INTEL FROM CAPTAIN ROGERS WHO'S ON THE INSIDE, BUT WE LOST CONTACT JUST BEFORE THE SITUATION ON THE ROOFTOP--

THAT'S GOOD ENOUGH FOR RIGHT NOW. THIS MAY DEVELOP INTO A SITUATION. ARE YOUR MEN *READY*, COLONEL?

WE'RE READY.

ALL YOU GOTTA DO IS GIVE THE WORD, SIR. I GOT FOUR COMANCHES READY TO MAKE A RUN AT THE SIXTIETH FLOOR WHERE WE THINK THIS WOMAN IS HIDING--

BELAY THAT, COLONEL. CAPTAIN AMERICA WILL TAKE CARE OF THE SITUATION.

SIR, WITH ALL DUE RESPECT, IS THERE SOMETHIN' YOU FORGOT TO TELL ME HERE? THE LONGER WE WAIT, THE DEEPER SHE GETS ENTRENCHED IN THERE--

I SAID ROGERS WILL TAKE CARE OF THE SITUATION. DO I MAKE MYSELF CLEAR?

TELL THE WHIRLIES TO STAND DOWN. APPARENTLY, CAPTAIN ROGERS HAS THE SITUATION UNDER CONTROL.

SIR!

I'LL MAKE IT QUICK, STEVIE--YOU NEVER WERE ALL THAT MUCH FOR GOOD-BYES.

MM. YOU GOT A PLAN FOR YOUR NEW BOYFRIEND, ANA? HE DOESN'T SEEM TOO ENTHUSIASTIC.

HE'LL WARM UP TO ME. HE JUST DOESN'T KNOW IT YET.

YOU SHOULD HAVE TAKEN YOUR CHANCE YEARS AGO WHEN YOU HAD IT, STEVIE. I TOLD YOU MY TIME WOULD COME BEFORE YOURS.

WITH WHAT I AM NOW, I'M NOT SURE YOU OR ANYONE ELSE COULD EVER STAND IN MY WAY.

HH-UHH!

WHAT--?

FIND YOUR TARGET, YOU MORONS! SHOOT THE SOLDIER!

-UFF!-

SKRAKK!

SORRY ABOUT THAT, SIR. YOU'LL THANK ME LATER.

GO AFTER THEM! PROTECT THE SPIDER BUT KILL THE OTHER ONE!

NICE. AN' YOU TWO KNOW EACH OTHER *HOW*, EXACTLY?

WE DATED A COUPLE OF TIMES.

IS THAT RIGHT? WHEN?

NINETEEN FORTY-FIVE.

JEEZ. YOU MUST HAVE REALLY *BLOWN* IT.

SPIDER-MAN...WE HAVE TO KNOW WHAT SHE'S PLANNING. MY ORDERS ARE TO STOP HER AT ANY COST, BUT THAT WON'T BE POSSIBLE UNLESS I FIND OUT WHY SHE'S RESURFACED AFTER ALL THESE YEARS.

DID SHE *TELL* YOU ANYTHING?

ONLY THAT SHE WANTS TO MAKE INSECT-BABIES, OR SOMETHING. KINDA LIKE "THE BACHELORETTE" FOR WEIRD PEOPLE.

APPARENTLY, SHE HAS A SHORT LIST OF POSSIBLE MATES. IT'S BETWEEN ME AND A CATERPILLAR FROM CLEVELAND.

SHE'S READY TO MATE? WE'VE BEEN WORRIED ABOUT SOMETHING LIKE THIS--

KLANG!

BANG!

NOT HALF AS WORRIED AS *I* AM, CHIEF.

TANG!

KRNCH!

HEY, I'VE GOT A GOOD IDEA: COVER ME!

NO! WAIT--!

--AWWK.

WHAT DO YOU THINK YOU'RE PLAYING AT?

NOTHING! I JUST WANTED TO SAY, "COVER ME!" HOW DOES SHE *DO* THAT?

THAT INFORMATION IS CLASSIFIED. ALL I CAN TELL YOU IS THAT SHE HAS IMMEDIATE CONTROL OVER ALL INSECTS AND THOSE WITH THE SO-CALLED "INSECT-GENE".

HEAVEN HELP US BUT THAT PROBABLY INCLUDES *YOU* IN SOME WAY.

YOU WON'T EVEN GET CLOSE TO HER, SPIDER-MAN. YOU CAN'T.

SHE CONTROLS YOU IN EVERY WAY YOU CAN THINK OF.

GIRLS CAN'T CONTROL ME--THEY CAN ONLY HOPE TO *CONTAIN* ME.

NOW, IF YOU'LL EXCUSE ME, THERE ARE SOME PEOPLE IN DANGER--

SPIDER-MAN!

SMASH

WELL, WELL...HERE TO *ARREST* ME, SPIDER-MAN?

SURE.

YOU HAVE A BIG BUTT. YOU HAVE THE RIGHT TO REMAIN SKANKY. ANYTHING SKANKY YOU DO WILL BE HELD AGAINST YOU BY THE COURT OF PUBLIC OPINION--

LOOK *BEHIND* YOU.

THESE PEOPLE ARE INNOCENT--LET THEM GO. THEY DON'T KNOW WHAT THEY'RE DOING.

MM...YES, THEY *DO*. THE SMALL PART OF THEM THAT REMAINS HUMAN IS TERRIFIED THAT THEY'RE ABOUT TO DIE. IT'S THE INSECT PART OF THEM THAT KEEPS THEM HERE TO DO AS I CHOOSE. JUST AS IT DOES YOU.

I COULD LET THEM GO IF I WANTED. I COULD KILL MILLIONS MORE. OR I COULD TELL THEM TO STAND DOWN.

OR JUMP.

NO!

YOU PILE OF PUKE--YOU DIDN'T NEED TO *DO* THAT!

I NEEDED TO PROVE A *POINT* TO YOU. DON'T MAKE ME PROVE IT AGAIN.

YOU'RE NOTHING. YOU'RE AN ANT. YOU'RE *MINE.*

AAH!

NNN... I BELONG... TO *ME...*

...YOU FAT OLD TROUT...

CURIOUS CHOICE OF WORDS. BUT IT MAKES NO DIFFERENCE BECAUSE YOU WON'T FIND THE STRENGTH TO STAND UP TO ME.

YOUR HEART'S ON *FIRE*...YOUR BRAIN'S BEING STUCK WITH A RED-HOT POKER. STILL THINK YOU'LL KICK MY *BUTT* AS YOU SO ELOQUENTLY PUT IT, SPIDER-MAN?

...EHH...HOW COULD I MISS IT?

IT'S AS BIG AS A FRICKIN' *WHALE.*

GIVE IN TO IT, SPIDER-MAN. DON'T TRY TO RESIST.

BE *MINE.*

UFF!

NEVER.

THAT'S IT-- WE'RE GOING IN.

COLONEL... WE CAN'T.

SON, THE SITUATION HAS CHANGED: THE GENERAL DIDN'T PLAN ON HALF OF THOSE PEOPLE THROWING THEMSELVES OFF THE EDGE OF THE BUILDING.

WE'RE NOT GOING TO WATCH THAT HAPPEN AGAIN.

BUT COLONEL... GENERAL HAYES--

BADGER FIVE, THIS IS FURY: GO KNOCK THE QUEEN OFF HER THRONE FOR ME. PRONTO.

ROGER THAT, COLONEL. GOT A LOCK ON HER POSITION NOW.

WE'RE HOT! ARROW AWAY!

WHOOSH

WHROOM!

AAH!

YOU IDIOTS! DON'T PRETEND YOU DON'T KNOW WHAT YOU'VE DONE.

YOUR CIVILIANS FIRST AND YOU *NEXT!*

YOU WOULDN'T DARE.

COLONEL, THIS IS CAPTAIN AMERICA: SHE'S GONE OVER THE SIDE. GET SOME MEN TO THE BASE OF THE EAST WALL BEFORE SHE CAN VANISH INTO THE UNDERBRUSH.

I NEED AS MANY MEDICS AS WE CAN BRING IN FOR THESE PEOPLE. I'LL SEE TO SPIDER-MAN.

AUNTY EM... IZZAT YOU? I HAD THIS WEIRD DREAM--

YOU CAN STOP PLAY-ACTING NOW, SPIDER-MAN. I'M ALL THAT'S LEFT.

YOU COULDN'T WIN AND YOU KNEW IT. SHE HAD EVERY TACTICAL ADVANTAGE AND YOU STILL KEPT PRESSING.

LOOKS LIKE YOU STILL HAVE A LOT TO *LEARN*, SON.

YEAH, WELL...I HEARD YOU USED TO BE JUST LIKE ME BACK IN THE DAY.

I GUESS YOU JUST FORGOT.

I GOTTA GO. I NEED A NAP.

WAIT! WHAT DID YOU MEAN BY THAT--?

THE SPECTACULAR SPIDER-MAN®

DISASSEMBLED

MARVEL
PSR 17

JENKINS
RAMOS
FAUCHER

RAMOS/
FAUCHER
delgado

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PREVIOUSLY

THE SPECTACULAR SPIDER-MAN

"UNDER MY SKIN"

PART ONE

Spider-Man has run afoul of Adriana Soria, known as The Queen, who seemingly exerts telepathic control over all insects and roughly one-third of New York's human population.

Due to a regressive genetic condition present in some human beings, the Queen and her followers share a connection to the earliest insects. Where homo erectus branched off, homo insectus did not.

Claiming that the time for her new breed has now arrived, the Queen attempted to take over a bank building in the Financial District, where she created a bizarre hive for her followers.

Spider-Man was compelled towards his encounter with the Queen by a kind of animal magnetism she projected. While she could not control his thoughts, he found himself unable to stand against her telepathic powers, which seemed to control the insect aspect of his personality.

But the shocking truth was soon revealed: Soria intended to take Spider-Man as her mate, intrigued by his unique genetic makeup.

Spider-Man rejected this notion, and was saved from a lifetime of subservience only by the timely intervention of Captain America. During their final encounter, the Queen plunged over eighty floors to her supposed death.

But not before she had administered a fateful kiss.

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WHATCHA DOIN', PETER?

RESEARCH.

THE NOBEL PRIZE COMMITTEE HOLDS ITS COLLECTIVE BREATH. WHAT RESEARCH, EXACTLY?

I DUNNO. I WAS THINKING IF I STAYED DOWN HERE LONG ENOUGH IT WOULD COME TO ME.

WHATEVER. I'M GOING TO GET ICE CREAM.

HEY!

WHAT GIVES, BABE? YOU GETTING A VISIT FROM AUNT FLO?

JUST BECAUSE I'M HAVING A BAD DAY DOESN'T MEAN IT'S A WOMAN THING.

WELL, WHAT IS IT, THEN?

OH, I DUNNO... MAYBE WE HAVE SOMETHING TO TALK ABOUT. YOU FIGURE IT OUT.

ICE CREAM

ICE CREAM

MM. IT'S NOT HER BIRTHDAY...OUR ANNIVERSARY JUST WENT BY...

TWO VANILLA CONES, PLEASE-- ONE WITH *POISON* ON IT.

I'M KINDA LOST HERE, MJ. I MEAN, I KNOW I'VE BEEN ACTING KINDA WEIRD LATELY, BUT MY BRAIN'S STILL A LITTLE FRIED EVER SINCE... UH...

WAY TO GO, SHERLOCK. EVER SINCE *WHAT*, EXACTLY?

SHE MEANT *NOTHING* TO ME, I SWEAR.

LADIES AN' GENTLEMEN, WE HAVE A WINNER.

C'MON, MJ... IT'S NOT MY FAULT THE QUEEN WANTS TO HAVE SPIDER-BABIES WITH ME.

YEAH...AND LIVE ON NATIONAL TV IF AT ALL POSSIBLE. I KNOW I'M NOT SUPPOSED TO CARE ABOUT ANYTHING YOU DO IN YOUR OTHER LIFE, BUT THIS IS ***DIFFERENT.*** YOU MADE ME LOOK LIKE A PUTZ.

SHE'S A HAG. BESIDES, THERE WAS NOTHING I COULD *DO.*

THAT WOMAN HAD ME DEAD TO RIGHTS. I COULDN'T EVEN COME CLOSE TO PUTTING UP A FIGHT.

AND IT WASN'T A KISS--IT WAS DISGUSTING... SICKENING. IT'S LIKE THAT UGLY OLD TOE-RAG PUT SOME KIND OF THOUGHT INSIDE ME THAT I CAN'T SHAKE.

LIKE A ***SECRET*** THAT I ALREADY CAN'T REMEMBER. SOME-THING ABOUT... ***INSECTS...***

÷HMF÷... MAYBE IT WAS YOUR FRIENDS, THE ANTS. THOSE GUYS WILL SAY ANYTHING FOR A BITE OF ICE CREAM.

COME BACK AND BE ***CONED,*** YOU!

HEE!

The trouble with lies is that they come back to ***BITE*** you.

Kinda like mad dogs or unruly spiders.

Mind you, it's not like I could tell Mary Jane the truth about what ***REALLY*** happened out here.

The truth is, I'm ***confused.***

Because whatever the Queen did to me, I can't get it out of my ***MIND.***

It's a nagging feeling that's grabbed me by the shorts an' won't let go.

Pulling at my senses... I feel like I have this terrible itch under my skin, but I'm wearing boxing gloves or something, an' I can't find a way to *SCRATCH* it.

It's quiet now, but I know she hasn't gone too far. I still have the headaches and the sour mood to prove it.

I want to scream across the rooftops, just to let her know she's wasting her time--I'll never be hers.

I want to tell her that I'm unimpressed, that everything's fine in Spideyville.

But that wouldn't exactly be *TRUE.*

"...SO I TOLD HIM, 'UH-UH... NO WAY! IT'LL MAKE ME LOOK LIKE A HARPOONED WHALE.' AN' HE'S, LIKE, 'C'MON, BABE, IT'LL LOOK GOOD ON YOU'..."

T&G TONI&GUY HAIRDRESSING

"TYPICAL. I TOLD STEVIE IF HE WANTED ME TO WEAR DENTAL FLOSS HE'D HAVE TO WEAR IT FIRST...

"...OH, THAT STUFF REALLY MAKES YOUR HAIR SHINE..."

"... DID YOU SEE THAT EPISODE WHERE SHE SHACKS UP WITH SHANE AN' HE DIES IN THE HOT TUB..."

"...AND SO I ASKED PETE WHY HE WOULDN'T TALK ABOUT IT, AN' HE SAID HE DIDN'T WANT TO MAKE ME JEALOUS."

WELL, MAYBE HE SHOULDN'T HAVE KISSED THIS OTHER CHICK IN THE FIRST PLACE, MJ. I SAY YOU *KILL* HIM AN' DUMP THE BODY.

STRICTLY SPEAKING, SHE KISSED *HIM*, MEGS. HE WAS REALLY FREAKED OUT ABOUT IT, TOO. YOU KNOW WHAT PETER'S LIKE: HE'S TOO POOR OF A LIAR TO HAVE AN AFFAIR.

I FIGURE IT'S WORTH ABOUT TWO NEW DRESSES AN' TEN PINTS OF ICE CREAM TO PRETEND I'M STILL MAD ABOUT IT.

HA'HAHA'HA!

ANA, YOU LOOK MARVELOUS!

YES, MARVELOUS-- THAT IS SOOO COOL-LOOKING! TRÈS RETRO-CHIC.

YOU GOTTA SEE YOURSELF, HON--*HERE*...

MMMM. YOU'VE OUTDONE YOURSELF AS ALWAYS, RAYMOND.

THE PLEASURE WAS ALL MINE, ANA. WAIT'LL I TELL THE GIRLS I DID AN HONEST-TO-GOODNESS *BEEHIVE* TODAY.

REMIND ME NOT TO KILL THAT ONE WHEN THE TIME COMES, DRONE. IT'S HARD TO FIND A GOOD HAIRDRESSER THESE DAYS.

MAJESTY.

WE'LL HAVE TO ADJUST ACCORDINGLY. MAKE A LIST OF CERTAIN ONES WE WANT TO KEEP. I'LL SELECT THEM AS I SEE FIT.

MAJESTY.

HEY... S'CUSE ME, MA'AM! YOU CAN'T GO IN WITHOUT A TICKET.

HEY, *YOU!*

COME ON.

AAAH! *BEES!*

LOOK AT THEM: SCURRYING ABOUT, WISHING THEY WERE ANTS. THEY'RE NOT ORGANIZED ENOUGH TO BE ANTS.

THEY'RE NOT *ANYTHING.* THEY'RE IRRELEVANT AND I *DESPISE* THEM.

GET ME AWAY FROM THIS STENCH.

SAY SOMETHING.

MAJESTY.

SAY SOMETHING OTHER THAN MAJESTY.

SOMETHING OTHER THAN MAJESTY.

MMM. I SHOULD HAVE SEEN THAT COMING. YOU'RE AN IDIOT. JUST OPEN THE DOOR TO THE HIVE AND LET ME IN.

AND DON'T SAY MAJESTY.

BE THANKFUL I DON'T HAVE YOU THROW YOURSELF UNDER THAT TRAIN.

MAJESTY.

CT

YOU'RE PROBABLY WONDERING WHAT ALL THE FUSS IS ABOUT, AND THAT'S GOING TO BE DIFFICULT TO *EXPLAIN.*

IF YOU LOOK AROUND YOU, GENTLEMEN, YOU'LL SEE REPRESENTATIVES FROM ALL BRANCHES OF THE U.S. ARMED FORCES AS WELL AS THE CIA, NSA AND EVEN OUR ESTEEMED COLLEAGUES FROM BRITISH INTELLIGENCE.

S.H.I.E.L.D. REGIONAL HEADQUARTERS. EMERGENCY BRIEFING.

THIS LEVEL OF ASSEMBLY AND COOPERATION IS UNPRECEDENTED. SO IS THE *MOMENT,* I'M AFRAID.

GENTLEMEN, THIS IS ANA SORIA, AKA "THE QUEEN". MOST OF YOU HAVE BEEN FAMILIARIZED WITH THE BASICS. SHE'S EX-MARINE; ASTONISHINGLY, THE FIRST FEMALE IN COMBAT, DATING BACK TO BEFORE MOST OF YOU WERE BORN.

FOR REASONS OF NATIONAL SECURITY WHICH I'M SURE YOU'LL UNDERSTAND, ONLY THOSE OF YOU WITH REQUISITE CLEARANCE WILL KNOW WHY THIS WOMAN HAS ASSUMED SUCH IMPORTANCE AT THIS TIME.

AND WHY *THIS...*

...IS OUR *PROBLEM.*

CAPTAIN AMERICA, HOW ARE WE SUPPOSED TO COORDINATE A RESPONSE IF WE DON'T KNOW WHAT WE'RE UP AGAINST? EXACTLY WHAT KIND OF THREAT DOES THIS WOMAN REPRESENT?

CAN'T TELL YOU THAT, SIR, BY ORDER OF THE PRESIDENT. WHAT I *CAN* TELL YOU IS THAT IF WE DON'T BRING BOTH THE QUEEN AND SPIDER-MAN TO GROUND SOMETIME WITHIN THE NEXT FIVE OR SIX DAYS, WE'RE GOING TO HAVE AN EXTREME SITUATION ON OUR HANDS.

YOU'RE OVERSTRETCHING, CAP. WHEN WE FIGURED THE HULK WAS COMIN' INTO JERSEY SIX WEEKS AGO, WE PUT OUT A GENERAL ALERT TO POLICE, MILITARY AN' EVEN THE PRESS.

IT'S WHAT THE CRIMINAL RESPONSE INDEX WAS CREATED FOR. OR DID WE DISPOSE OF THAT ALREADY?

SHE'S MORE DANGEROUS THAN A HUNDRED HULKS, NICK.

NATIONAL SECURITY PREVENTS ME FROM DIVULGING ANY MORE THAN THAT.

TOM, GET ME FIVE HARRIERS IN THE AIR, READY FOR INTERCEPT. I WANT CONSTANT SATELLITE SURVEILLANCE FROM THE DOCKS OUT TO FLUSHING, AN' I WANNA *FIND* SPIDER-MAN.

THIS IS EVEN BIGGER THAN CAP'S LETTING ON.

HUFF... HEHH...

I GOTTA... GOTTA KEEP *MOVING*...

AW, NO... PLEASE...

NOT YOU.

ALWAYS WANTS WHAT SHE CANNOT HAVE.

ALWAYS GETS WHAT SHE WANTS.

IT'S ONLY *NATURAL*.

GHKK--

--AAH!

Second time I've had that dream this week... I feel like the overflow pipe at a dung factory.

Part of me wants to say it's only the flu. That part is *LYING.*

WHAT'S *YOUR* PROBLEM, DIMWIT?

RAUGH RAUGH RAUGH RAUGH

STUPID MUTT.

Sure, old Barker maybe dumber than a mud-flap, but even a Rottweiler with an IQ equivalent to a ***BRICK*** can sense when something's wrong.

He's picking up a new kind of scent an' it's making him hate me worse than normal.

Dogs are like that: they see things other people ***DON'T.*** They can tell when things are different.

So can ***I.***

Not the flu. Something far worse. Feel like a hermit crab in the market for a new shell.

Want to climb outside of my skin.

Hungry. Thirsty.

I could eat and drink for a week.

THE HIVE.

AS OF THIS MOMENT, YOU ARE MY *CHILDREN.*

WE'RE CONNECTED TO THIS HIVE, TO EACH AND EVERY MIND IN IT. WE ARE SUPERIOR AND WE WILL SURVIVE AND THRIVE WHEN THE HUMANS ARE GONE.

BUT THIS WAS NOT ALWAYS *SO.*

I'M GOING TO TELL YOU A STORY. NOT A VERY *GOOD* ONE, I'LL GRANT YOU, BUT IT'S THE ONLY ONE I KNOW HOW TO *TELL.*

IT HAPPENED A LONG TIME AGO. I WAS A PATRIOT AND AMERICA WAS AT *WAR.*

"AS A MEMBER OF THE WOMEN'S ARMY AUXILIARY CORPS, PREVAILING SENTIMENT FORBADE ME FROM ENTERING COMBAT.

"IMAGINE MY SURPRISE, THEN, AT ONE DAY BEING DRAFTED INTO A SPECIAL UNIT OF THE *MARINES.*

"WE QUICKLY BEGAN TO REALIZE SOMETHING WAS ODD ABOUT OUR ASSIGNMENT. WE WERE A RAGTAG BUNCH, FOR THE MOST PART UNABLE TO COMPLETE THE BASIC RIGORS OF OUR SPECIALIZED TRAINING.

"WHY HAD WE BEEN BROUGHT HERE? THE WAR WAS ALMOST OVER. WHAT WAS OUR MISSION?

"I SEEM TO REMEMBER WE WERE CAUGHT IN A STRANGE *STORM.* IT DIDN'T RAIN, BUT THERE WAS THUNDER AND LIGHTNING.

"WE WERE ORDERED TO *WATCH,* AND THEN...

"...AND THEN I WOKE UP INSIDE A PRISON.

"I FELT DESPERATELY ILL. THERE WERE ROACHES ON THE FLOOR. THEY REFUSED TO RUN AWAY FROM ME.

"I REMEMBER ONE DAY WE WERE TAKEN OFF-BASE...OUT TO THE *DESERT,* I THINK. THEY MADE US STAND IN A LINE.

"I REMEMBER THERE WAS A MAN I KNEW. HE CAME TO VISIT ME.

"I LOVED HIM.

"BUT HE LOVED HIS COUNTRY MORE THAN ME.

"AND HE *BETRAYED* ME FOR IT."

MAJESTY.

WHAT IS IT, DRONE? WHAT HAVE YOU LEARNED?

THEY'RE WORRIED. THEY KNOW YOU'RE STILL IN THE AREA. THEY ALSO SUSPECT SPIDER-MAN AND HAVE BEGUN LOOKING FOR HIM.

THEY WON'T UNDERSTAND WHY I NEED SPIDER-MAN. THEY DON'T HAVE THE IMAGINATION.

FURY--THE S.H.I.E.L.D. AGENT--IS THE ONE TO WATCH OUT FOR. HE KNOWS THERE'S MORE THAN HE'S BEING TOLD.

THEY'VE BROUGHT THE HARBINGER SATELLITE ONLINE. IT'S CALIBRATED TO SEARCH FOR MUTOGENIC RADIATION SIGNATURES.

THEY'RE SEARCHING EVERYWHERE FOR YOU, MAJESTY.

LET THEM.

THEY KNOW THERE'S NOTHING THEY CAN DO WHEN THEY *FIND* ME.

HIYA, SPARTY! BARKING AT INVISIBLE SPIDERS AGAIN?

MAN...WHAT IS IT WITH THE DOGS IN THIS NEIGHBORHOOD TODAY? EVERYONE'S GONE *MENTAL.*

EHH...THE FACT THAT I'M HAVING A CONVERSATION WITH A DOG PROVES IT.

YP YP YP

PETER! IT'S ONLY ME, BABE! I GOT SOME SUSHI FROM JACK'S!

IT'S DARK IN HERE. YOU HIBERNATING AGAIN?

EWW... ROACHES.

WHASSAMATTER, HONEY? ARE YOU *SICK?*

BABE...THIS PLACE LOOKS LIKE A BOMB CRATER THAT WAS HIT BY ANOTHER BOMB AN' THEN SOMEONE ACCIDENTALLY SET OFF A *BOMB!*

DID YOU EAT BREAKFAST OFF THE FLOOR AGAIN?

PETER--?

MJ...THE LIGHT...PLEASE DON'T TURN IT ON.

DON'T BE GOOFY--IT'S LIKE A *CAVE* IN HERE.

OMIGOD--

I DON'T *FEEL* SO GOOD.

THE SPECTACULAR SPIDER-MAN®

DISASSEMBLED

MARVEL
PSR 18

JENKINS
RAMOS
FAUCHER

At a demonstration on Radiation, high-school student Peter Parker was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power there must also come Great Responsibility.

THE SPECTACULAR SPIDER-MAN

"CHANGES" Part 2

PREVIOUSLY

Peter Parker--the Spectacular Spider-Man--has fallen afoul of a woman with terrifying mutant abilities. Her name is Adriana Soria, but she calls herself the Queen.

During their initial encounter, it becomes clear that the Queen sees Spider-Man as a potential mate. It is also evident that she has the attention of the military for some unknown reason.

The Queen is temporarily sent to ground by a coalition of military forces including Captain America, Nick Fury and the agents of S.H.I.E.L.D. but not before she forces a fateful kiss onto Spider-Man's lips.

In the aftermath, Peter Parker begins to experience strange dreams. His body seems to be undergoing a bizarre transformation and worse, he now seems to share a telepathic connection to his foe.

While Fury and his agents search for the Queen, unaware of the strange secret she holds, Peter Parker's condition worsens.

His encounter with the Queen has triggered an awakening of the long-dormant insect gene inside him.

He is literally becoming a spider!

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My name is Peter Parker. I was once bitten by a radioactive spider.

I liked it so much I decided to *BECOME* one.

Back in the early days of my career, this was purely a *SYMBOLIC* gesture: spider gives me spidery powers, I buy up a bunch of spandex, make a costume and decorate it with spidery logos, that sort of thing.

I never meant it to be quite as *LITERAL* as this.

I'm undergoing a physical transformation--my eyes have segmented and may split again. I have filament bristle hair in places God didn't intend.

In my mind, I hear an incessant call to arms coming from a nearby insect hive. I smell both sweet and acrid scents in close proximity. I have a sudden craving for fly soup.

And what is my loving wife's reaction to this most disturbing development?

WHAT D'YOU MEAN, "WE HAVE A WEDDING TO GO TO"?

I TOLD YOU ABOUT IT THREE WEEKS AGO. IT'S FOR ALEX AND MARY--THE PUERTO RICAN COUPLE ON THE FIRST FLOOR NEXT TO DARREN.

SO IT'S NOT THAT BAD, THEN?

WHAT, THE *STAR TREK* FANS? BABE...I CAN'T GO LIKE THIS. NO WAY.

MM. YOU GET AN APPOINTMENT WITH A DOCTOR YET?

WELL, NO, BUT--

DEPENDS. I'VE NEVER CHANGED INTO A SPIDER BEFORE.

LISTEN, MJ, YOU GOTTA SEE REASON HERE--IT'S NOT LIKE I HAVE THE *FLU*. I'M FIGHTING SOME KIND OF TRANSFORMATION...I THINK THE QUEEN DID SOMETHING TO ME.

I HARDLY THINK THE PUERTO RICAN WEDDING OF THE TWENTY-FOURTH CENTURY WILL COME TO A STANDSTILL IF I DON'T SHOW. ALTHOUGH IT MIGHT IF I *DO*.

YOU'RE GOING. END OF *STORY*.

LOOK, SWEETIE...WE'LL MAKE A COMPROMISE: YOU GIVE THESE NICE PEOPLE A COUPLE OF HOURS AT THEIR WEDDING AN' I'LL TAKE YOU TO A DOCTOR OF YOUR CHOOSING WHEN WE GET OUT OF THE RECEPTION--

THAT'S NOT A COMPROMISE. THAT'S A DEATH SENTENCE.

OKAY. WHATEVER. I'LL GO.

BUT IF SOME HUNGRY BIRD STARTS PECKING AT MY HEAD, IT'S *YOUR* FAULT.

VETERANS' HOSTPITAL. 57TH STREET.

HELLO, TOMMY. SORRY TO HEAR YOU'VE BEEN SO SICK.

I TRIED TO VISIT BEFORE NOW, BUT THEY WOULDN'T LET ME SEE YOU LAST TIME. SAID YOU WERE SLEEPING.

I WISH I COULD SAY I JUST CAME TO PASS THE TIME, BUT I NEED SOMETHING FROM YOU, OLD FRIEND.

"IT'S ABOUT ANA SORIA."

THE HIVE. SOMEWHERE BENEATH MANHATTAN.

I WANT TO TALK TO YOU.

MAJESTY..?

NO, DRONE... I WANT TO TALK TO *YOU*. THE PERSON.

I WANT TO HAVE A CONVERSATION.

IT DOESN'T MATTER.

IT DOESN'T MATTER TODAY AND IT'LL MATTER EVEN LESS WHEN WE GET WHAT WE NEED.

SIX HUNDRED UNTAINTED MILES: YOU WON'T KNOW IT AND YOU WON'T CARE, BUT THEY'LL BE THERE JUST THE SAME.

AND YOU WON'T HAVE TO GO THROUGH WHAT I DID TO GET YOUR REWARD.

MAJESTY.

"IT'S ALL ABOUT THE SURVIVAL OF THE FITTEST-- ALWAYS HAS BEEN."

ALWAYS WILL BE.

Not everyone has flitted around New York City on a strand of super-tensile webbing. Not many people have hosted an alien parasite or fought a deranged man with a fishbowl on his head.

And I'm pretty sure very few people have morphed into a spider at a Klingon wedding.

Happily, I'm reminded today that I'm not the only cherry in a world of fruitcakes.

The afternoon's festivities begin entertainingly enough when the bride's mom enters the ceremony medicated well into the next century.

And a good thing that proves to be, given the happy couple's controversial choice of a *Star Trek* motif for their nuptial ceremony.

The sermon is performed entirely in the Klingon language. I manage to pick out the words for "Love," "Honor," and "Attack Formation" thanks to my days as a practicing geek at Midtown High.

Later, at the reception, the event plunges to new depths when the happy couple cut their cake with one of those Klingon death swords.

I remain steadfast in my conviction that I should never have come.

BLIMEY. KLINGONS OFF THE STARBOARD BOW.

...OH, I THOUGHT IT WAS JUST SUCH A BEAUTIFUL CEREMONY, MRS. MILLAN--

MARY JANE!

NOT NOW, BABE...

--YOUR DAUGHTER LOOKED JUST RADIANT--

I HAVE TO GO!

HE GETS IRRITABLE BOWEL SYNDROME AT WEDDINGS.

AH-HUHH... ECHH...

OHH... AH-HUCCH...

...I'M BURNING...

...I CAN'T...

...BREATHE...

Can't breathe. Can't think.

Like before. Don't know where I am.

⇢HUCCH÷... EHH...

⇢KAFF!÷...

She's calling me...

WE SHOULD NEVER HAVE LET THIS GO SO FAR, TOMMY. THIS WAS MORE THAN EITHER OF US SHOULD HAVE HAD TO BEAR.

MAYBE IT'S TIME WE WASHED OUR HANDS OF IT. MAYBE ANA SORIA COMING HERE WILL PROVE TO BE FOR THE BEST.

YOU DON'T KEEP A THING LIKE THIS SECRET FOR AS LONG AS WE HAVE OR IT BECOMES A *CANCER*--

YEAH?

AN' WHAT SECRET WOULD *THAT* BE, EXACTLY?

I DON'T KNOW WHAT YOU'RE TALKING ABOUT, NICK--

SPARE ME. TECHNICALLY, YOU'RE A SUBORDINATE OFFICER. I BEEN AROUND ENOUGH TO KNOW WHEN MY CHAIN'S BEING YANKED, ROGERS, AN' RIGHT NOW I FEEL A DISTINCT TUG.

YOU SHOULDN'T HAVE FOLLOWED ME HERE, COLONEL. THIS IS A CLASSIFIED MATTER. IT GOES WAY ABOVE EVEN YOUR CLEARANCE.

MM. LIKE I'M NOT GONNA FIND OUT ABOUT IT ANYWAY.

WHAT IF YOU DON'T LIKE WHAT YOU FIND?

I'M A BIG BOY-- I CAN MANAGE. NOW ARE YOU GONNA TELL ME WHAT YOU'RE TRYING SO HARD TO HIDE OR DO I HAFTA BRING IT UP WITH THE JOINT CHIEFS?

MAYBE YOU'RE RIGHT, STEVE: THIS ONE'S PAST ITS EXPIRATION DATE. HE'S GOING TO FIND OUT ANYWAY.

TELL HIM.

NOW WE'RE GETTING SOMEWHERE. TELL ME *WHAT*, EXACTLY?

A STORY... ABOUT SOME SOLDIERS-- SIXTY-FIVE YEARS IN THE MAKING, GIVE OR TAKE. IT GOES BACK TO WHEN YOU AND I WERE BOTH STILL KIDS, COLONEL FURY. BACK BEFORE YOU WERE ANYTHING MORE THAN AN ORDINARY SOLDIER.

SO LONG AGO...BUT WHEN YOU'VE LIVED IT LIKE WE HAVE--SEEN YOUR FRIENDS BLOWN APART ONE BY ONE ON A COLD BEACH THREE THOUSAND MILES FROM HOME-- IT ALWAYS FEELS LIKE IT COULD HAVE BEEN *YESTERDAY.*

WE FOUGHT AND DIED ON THREE FRONTS AND WORST OF ALL, WE KNEW IF WE WON WE'D HAVE TO DEAL WITH THE SOVIETS WHEN THE DUST SETTLED.

NO OUTCOME WAS CERTAIN. WE DIDN'T KNOW IF WE COULD QUELL JAPANESE NATIONALISM, EVEN AFTER MIDWAY.

"SO WE DECIDED TO MAKE OURSELVES SOME BETTER SOLDIERS.

"THE IDEA WAS TYPICALLY SIMPLISTIC OF ITS TIME; MADE WITHOUT REGARD FOR THE PARTICIPANTS' HEALTH OR EMOTIONAL WELL-BEING. WE NEEDED TO FIND A WAY TO STOP THE *ENEMY*, SIMPLE AS THAT.

"SOLDIERS WHO WERE GENETICALLY LIKELY TO RESPOND POSITIVELY TO RADICAL CHANGE WERE ROUNDED UP AND REASSIGNED TO THE PROGRAM."

WE BROUGHT THEM IN AS RECRUITS AND WE TRIED TO TAP INTO THEIR POTENTIAL--

--BUT YOU NEVER *TOLD* THEM.

NO. BECAUSE WE *COULDN'T.*

I HAD BEEN GENETICALLY ALTERED BY OPERATION: REBIRTH... TURNED INTO THE KIND OF SOLDIER THE MILITARY NEEDED SO BADLY. IT WAS A MISTAKE TO ASSUME WE COULD RECREATE THOSE RESULTS.

AND WHEN TIMES CHANGED AND THOSE RESULTS NEVER CAME, THE MILITARY DECIDED TO SHUT DOWN THE OPERATION.

"THE PROJECT WAS HASTILY ABANDONED.

"AND SO WAS MAJOR ADRIANA SORIA OF THE WOMEN'S ARMY CORPS.

"ANA HAD BEEN A NATURAL SOLDIER IN AN UNNATURAL ENVIRONMENT. YOU MUST REMEMBER THAT BECAUSE OF THE TIME, WOMEN WERE GENERALLY REFUSED THE RIGHT OF MILITARY SERVICE IN COMBAT.

"ANA WAS DIFFERENT--A *PIONEER*. SHE WAS TOUGHER THAN ANY MAN I EVER SAW SUBJECTED TO ADVANCED TRAINING OF THAT TYPE.

"THE MORE THEY TRIED TO BREAK HER, THE STRONGER HER RESOLVE.

"THEY PRODDED AND POKED AND TESTED AND SHE RESPONDED WITH INCREASED DETERMINATION. NATURALLY, THIS UPSET A LOT OF THE CAREER MILITARY BOYS WHO SAW WOMEN AS INFERIOR.

"THE PROJECT FAILED BEFORE WE HAD A CHANCE TO DETERMINE THE EXACT NATURE OF ANA'S MUTANT ABILITY.

"SHE WAS THROWN INTO A MILITARY ASYLUM NEAR MIAMI. HER MIND FRACTURED UNDER THE DURESS OF THAT SUDDEN DEMOTION."

AFTER THE WAR ENDED, I WAS NOWHERE TO BE FOUND. THEY THOUGHT I'D DIED.

SO THEY THREW AWAY THE KEY TO HER CELL.

"WHAT DOES SHE WANT NOW, CAP?"

"WE'RE NOT CERTAIN, NICK. SHE ESCAPED IN NINETEEN FIFTY-SEVEN AND WENT TO GROUND. THEY ASSUMED SHE WAS DEAD, AND PROMPTLY FORGOT ABOUT HER.

"BY THAT TIME, MORE WAS KNOWN ABOUT HER MUTATION: SHE'D SPLIT FROM OTHER MEMBERS OF HER SPECIES AND HAD BECOME A NEW SUB-PHYLUM: *HOMO INSECTUS.*

"IN LITERAL TERMS, SHE'D TAPPED INTO A PART OF HUMAN DNA THAT CONNECTED US TO THE POINT WHERE WE SPLIT FROM INSECTS ON THE EVOLUTIONARY TREE.

"THE SHORT VERSION IS THAT SHE CONTROLS EVERY INSECT ON THE PLANET, AND ROUGHLY ONE-THIRD OF THE WORLD'S POPULATION THAT STILL CARRIES THE INSECT GENE."

WHAT'S... HAPPENING TO ME?

I KNOW YOU CAN *HEAR* ME, DARLING. YOU'RE SUFFERING FOR ME.

IT'S A NECESSARY PART OF YOUR EVOLUTION.

WHEN THIS IS OVER WE CAN GO ON A JOURNEY-- ANYWHERE YOU LIKE WITHIN SIX HUNDRED MILES OF HOME.

IT'S YOUR PLAYGROUND.

AAH... AHHH...

AAGGHH!!

YOU'RE STILL NOT TELLING ME THE WHOLE STORY. JUST THE PARTS THAT'LL MAKE ME SHUT UP AN' GO AWAY THINKING I'VE *LEARNED* SOMETHING.

WHAT *ELSE?*

THERE'S A DEVICE...A *BOMB.*

WHAT KIND OF BOMB?

LISTEN TO ME CAREFULLY, COLONEL, BECAUSE WHAT I'M ABOUT TO TELL YOU IS KNOWN BY ONLY SEVEN PEOPLE IN THE ENTIRE WORLD, AND THAT DOESN'T EVEN INCLUDE OUR CURRENT COMMANDER-IN-CHIEF--

WHAT KIND OF BOMB?

A BOMB THAT WILL KILL EVERY SINGLE HUMAN BEING WITHIN A SIX HUNDRED-MILE RADIUS AND LEAVE EVERYTHING ELSE INTACT.

"THE DEVICE EMITS A CHEMICAL AND RADIOLOGICAL BURST DESIGNED TO INTERRUPT ONLY THE HUMAN COGNITIVE PROCEDURE.

"WHEN ACTIVATED, IT SHUTS DOWN EVERY HUMAN BRAIN WITHIN SIX HUNDRED MILES OF THE EPICENTER.

"VICTIMS DIE IN EXTREME AGONY OVER A PERIOD OF TEN TO TWELVE MINUTES.

"THE RESIDUAL RADIATION HAS LITTLE EFFECT ON ANIMAL LIFE-FORMS, AND MAY ACTUALLY PROVE BENEFICIAL TO SOME LOWER SPECIES, SUCH AS INSECTS AND CERTAIN FORMS OF BACTERIA.

"AND RIGHT IN THE MIDDLE OF THIS INSECT UTOPIA WILL BE ITS QUEEN AND HER CHOSEN FEW."

MAN...THIS IS MORE THAN I CAN PROCESS. HOW DID SHE CREATE SOMETHING OF THIS MAGNITUDE WITHOUT US *KNOWING* ABOUT IT?

SHE DIDN'T CREATE IT, NICK.

WE DID.

THE SPECTACULAR SPIDER-MAN®

DISASSEMBLED

MARVEL
PSR 19

JENKINS
MEDINA
VLASCO

RAMOS/
TAUCHER

delgado

At a demonstration on Radiation, high school student Peter Parker was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power there must also come Great Responsibility.

THE SPECTACULAR SPIDER-MAN

"CHANGES" Part 3

PREVIOUSLY

Peter Parker--the Spectacular Spider-Man--has fallen afoul of a woman with terrifying mutant abilities. Her name is Adriana Soria, but she calls herself the Queen. Her presence has attracted the attention of the military, Captain America, Nick Fury and his agents of S.H.I.E.L.D.--but her own interests lie with Spider-Man and his potential as a mate.

Very few know the real story behind the Queen. During World War II, Ana Soria was singled out for her mutant gene and used as part of a failed Super-Soldier experiment. Abandoned in a military asylum, Ana developed into a new subphylum with both insect and human properties. She escaped with the ability to control all insects--and the one-third of the human population carrying the insect gene.

Peter Parker is one of the unlucky few. Ever since he encountered Ana as Spider-Man, a bizarre transformation has been unfolding. After a period of strange dreams, physical changes and troubling telepathic connections to his foe, Peter's transition is almost complete--he is literally becoming a spider.

Now, Ana controls a device that threatens to destroy all human life within six hundred miles, leaving only animals, insects and her own followers intact--and leaving her to rule them all!

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...SO SHE ACTS LIKE SHE'S GONNA WHACK ME ONE AN' I SAY, "OOH! A *SPANKING*..."

...BELIEVE ME, YOM HADDOCK IS A JEWISH HOLIDAY...

...MORE POLSKA SAUSAGE? AND MORE OV YANKEE BURGERS ANYVUN..?

...I DUNNO...HAVEN'T SEEN PARKO ALL WEEK...

PENNY FOR YOUR THOUGHTS, MARY JANE?

IT'LL TAKE MORE THAN A *PENNY*, MAY.

FIVE DOLLARS: MY FINAL OFFER.

I'M WORRIED ABOUT PETER.

MM. I STARTED WORRYING ABOUT HIM THE DAY HIS MOTHER TOLD ME SHE WAS PREGNANT. IT NEVER GOT ANY EASIER. I SUPPOSE THAT'S WHAT BEING A SURROGATE PARENT IS ALL ABOUT.

ARE YOU WORRIED ABOUT ANYTHING IN PARTICULAR OR IS THIS JUST A GENERAL MOMENT OF *ANGST*, DEAR?

"I... I GUESS I CAN'T SAY. PETER ASKED ME *NOT* TO TALK ABOUT IT FOR RIGHT NOW-- YOU KNOW HOW HE GETS."

"WELL, I DO *NOW*. BEFORE HE TOLD ME HE WAS SPIDER-MAN I ALWAYS ASSUMED HE WAS HIDING THE FACT THAT HE WAS *GAY*. DID HE EVER TELL YOU THAT?"

"HEHH...YEAH. I GUESS I CAN'T BLAME YOU FOR WONDERING--"

"WE WERE ALL WORRIED ABOUT HIM. I CAN SEE THAT WORRY IN YOU NOW, DEAR. YOU KNOW YOU'LL ALWAYS HAVE MY SHOULDER IF EVER YOU NEED SOMETHING *INANIMATE* TO CRY ON."

"I KNOW, IT'S JUST...

"...PETER'S GOING THROUGH A LOT OF *CHANGES* RIGHT NOW."

Can't sleep. Can't breathe.

Something in my skin. Can't get it out of my mind.

÷KAFF÷... HEURKK...

AH- HUHH...

Mouth tastes like oatmeal and bile. Trying to remember how I got here.

Who I am.

I'm scared.

Why don't I want to go *HOME?*

VETERAN'S HOSPITAL
57TH STREET

SO LET ME GET THIS STRAIGHT: THE QUEEN HAS A *BOMB?*

CORRECT.

AND THAT BOMB'S GONNA WIPE OUT HALF THE POPULATION OF THE EASTERN SEABOARD?

IN *THEORY*, YES. THE RESIDUAL HALF-LIFE IS APPROXIMATELY NINE HUNDRED YEARS--

I'M NOT FINISHED. AN' THE RESIDUAL *WOTSIT* IS APPROXIMATELY NINE HUNDRED *YEARS?*

CORRECT.

AN' WE DESIGNED THIS BOMB?

CORRECT.

WHY?

YOU HAVE TO UNDERSTAND, COLONEL... IT WAS A DIFFERENT TIME--A CRUCIAL MOMENT FOR OUR COUNTRY.

"TAKE YOURSELF BACK TO PRE-MCCARTHYIST AMERICA WHERE THERE ARE IMAGINARY COMMUNISTS UNDER EVERY TREE AND REAL ONES FLEXING THEIR MUSCLES EVERY WEEK OUTSIDE THE KREMLIN--*THEN* YOU'LL UNDERSTAND.

"THE SOVIETS WERE AN UNKNOWN--THEY WERE DEVELOPING NUCLEAR WEAPONS AND THE WILL TO USE THEM. FRANKLY, OUR ADMINISTRATION WAS PETRIFIED OF THEM.

"THE CREATION OF SUPER-SOLDIERS WAS ONLY A BY-PRODUCT OF THE *REAL* GOAL. BECAUSE YOU ALWAYS HIDE REAL SECRETS BEHIND FAKE ONES SO THAT YOUR TRUE INTENTIONS ARE NEVER DISCOVERED.

"IF THE RUSSIANS DROPPED THE BOMB WE WOULDN'T NEED SOLDIERS. WE'D NEED *SURVIVORS.*"

WE WEREN'T GOING TO LET THEM DROP *FIRST.* AND SO A PLAN WAS DEVISED.

WHY DO I GET THE FEELING THE NEXT THING OUT OF YOUR MOUTH IS GOING TO SOUND REALLY *STUPID?*

IF THE SOVIETS INVADED WE WERE GOING TO KILL EVERYONE ON THE PLANET.

EVERYONE EXCEPT AMERICANS WHO CARRIED THE INSECT GENE.

"THE EXPOSURE TOOK PLACE AT BIKINI ATOLL IN 1946 UNDER THE DESIGNATION OF 'OPERATION CROSSROADS.' THE PRETEXT WAS THAT WE WANTED TO STUDY THE EFFECTS OF RADIATION ON ORDINARY U.S. SERVICEMEN.

"BUT THAT WAS PURE ***DISINFORMATION***: WE WANTED TO EXPOSE A SELECT FEW CARRYING THE M AND X GENES TO HIGH DOSAGES OF A CONTROLLED RADIOACTIVE CATALYST."

THOSE NUCLEAR TESTS AT BIKINI WERE TO CREATE ***MUTANTS?*** HOW MANY PEOPLE KNOW ABOUT THIS?

I TOLD YOU, COLONEL: ***SEVEN,*** NOT INCLUDING THE PRESIDENT.

WELL, YOU'D BETTER HOLD ONTO YOUR ANKLES, BOYS, 'CAUSE IT FIGURES TO BE A LOT MORE FROM HERE ON OUT--

JOHN FITZGERALD KENNEDY.

WHAT?

JOHN FITZGERALD KENNEDY. JFK, IF YOU PREFER. WHO ***KILLED*** HIM, COLONEL FURY?

SOME NUT NAMED OSWALD.

LIAR.

WITH ALL DUE RESPECT, COLONEL, YOU'RE UNDER ORDERS TO LIE BECAUSE THE TRUTH YOU KNOW IS FAR MORE DANGEROUS.

PRESIDENT KENNEDY WAS MURDERED BY THREE CORSICAN MERCENARIES ON FIDEL CASTRO'S PAYROLL. WE KNEW THIS WITHIN THREE DAYS OF THE ASSASSINATION.

BUT PUBLIC KNOWLEDGE OF THIS WOULD HAVE PRECIPITATED A WORLD WAR AND SO IT WAS SUPPRESSED.

LEE OSWALD TOOK THE FALL, TO GIVE HIS COUNTRY A NAME AND A FACE TO HANG THEIR GRIEF UPON.

OKAY, OKAY...POINT TAKEN. SO *NOW* WHAT?

CURIOSITY KILLED THE CAT, COLONEL FURY. NOW YOU KNOW ANOTHER SECRET YOU CAN NEVER *TELL.*

AND YOU'RE GOING TO HAVE TO CARRY THAT BURDEN FOR THE REST OF YOUR *LIFE.*

I'm not me. Peter Parker is dying.

I hear singing.

Humming sound, like insects.

Calling me.

YOU'RE LOOKING DOWN IN THE DUMPS, SPIDER-MAN.

DON'T BE SAD, DARLING-- AT LEAST IT'LL BE *OUR* DUMP SOON ENOUGH.

...HHH... QUEEN...WHAT'VE YOU DONE... TO ME..?

JUST A KISS. TO MAKE YOUR HEART BEAT FASTER.

A LITTLE SWAPPING OF SOME VERY SPECIAL SALIVA CONTAINING THE RIGHT GENETIC MATERIAL TO INITIATE YOUR CHANGE.

YOU CAN BE MY VALENTINE. AND IF YOU PLAY YOUR CARDS RIGHT I WON'T EAT YOU AFTERWARDS.

JUST A JOKE, DARLING: I KNOW YOU *LIKE* JOKES.

NOW COME ON OUT INTO THE LIGHT AND BE WITH ME.

NEVER!

HRAHH!

UHFF!

YOU DON'T SAY "NEVER" TO ME! YOU DON'T HAVE THAT CHOICE!

YOU ASK "WHEN?" AND "HOW?" BUT NEVER "WHY?"

AND YOU NEVER.

EVER.

SAY NO.

KOOM

...HHH...I WOULDN'T HIT A *WOMAN*...

...BUT YOU'RE NOT A WOMAN...

...YOU'RE *DIRT*...

SPOOJEEE!

MUST WE DO THIS AGAIN, DARLING? ARE YOU SO AFRAID OF ME?

WHAT YOU'RE FEELING IS JUST THE SAME AS LOVE.

...NOT LOVE...

...POISON...

...YOU'RE NOTHING...

NO!

KRAK!

EHH... SEE..?

...IT'S NOT ABOUT POISON OR EVIL...IT'S ABOUT SURVIVAL AND *RETRIBUTION.*

YOU KNOW WHAT IT FEELS LIKE TO BE FEARED AND HATED FOR BEING WHO YOU ARE.

I *UNDERSTAND* WHO YOU ARE. I *TOLD* YOU YOU'D FALL FOR ME. AND YOU *DID.*

LIKE A TON OF *BRICKS.*

I THOUGHT I HAD SOMETHING FOR A MOMENT THERE, REED, BUT I WAS WRONG.

I'M GOING OVER TO YANKEE STADIUM--SPIDEY GOES BY THERE SOMETIMES ON A FRIDAY NIGHT TO JEER AT A-ROD.

UNDERSTOOD, JOHNNY--STAY ON IT AND KEEP ME INFORMED. I'M COORDINATING YOUR FLIGHT PATH WITH GENERAL ROSS'S TEAM OVER BY FIFTY-FIRST STREET.

...SO XAVIER SUDDENLY GOES WHITE AS A SHEET AND TELLS US WE'D BETTER GET A TEAM TOGETHER 'CAUSE WE'RE NEEDED HERE. DIDN'T EXPLAIN WHY.

I GOT MUCH THE SAME FROM CAP. ALL WE KNOW IS THAT WE'RE SUPPOSED TO SEARCH FOR SPIDER-MAN AND/OR THIS WOMAN, THE QUEEN. IT REALLY HAS HIM SPOOKED.

POLICE

GIVEN THIS LEVEL OF COOPERATION, I'D HAVE TO SPECULATE EITHER ALIEN INVASION OR THE END OF THE WORLD.

...I SAID I CAN'T HEAR A THING DOWN HERE. WE GOT OUR HANDS FULL TRYIN' TO EXPLAIN TO WHATSISNAME FROM THE *BUGLE* WHY THE MARINES ARE OUT SEARCHIN' THE DOCKS--

YO, *GARRETT!*

FRICKIN' PENCIL-PUSHERS. MAYOR SAYS HE WANTS US TO FIND SPIDER-MAN AN' THE QUEEN FIRST. THINKS IT'D BE A PUBLIC RELATIONS COUP.

GROOVY. ***STUPID***...BUT GROOVY.

I DON'T CARE IF THESE SUPER-LUNATICS ***ARE*** REGISTERED NOWADAYS, CHAN. ANYONE FLIES AROUND DRESSED LIKE A CLOWN ON CRACK DESERVES TO BE INNA ***CIRCUS***, NOT PART OF AN OPERATION LIKE THIS.

THEY DON'T HAVE THE TRAINING. THIS IS TOO BIG.

MMF. I SENSE BITTERNESS. HAVE A BITE TO EAT AN' TAKE CARE OF THAT LOW BLOOD SUGAR, HUH? DO US ALL A FAVOR.

I'M NOT HUNGRY.

OKAY, CAP...WE GOT FROM TWELFTH AVENUE TO BROADWAY ISOLATED ON THE MAP.

WHERE ARE YOUR S.H.I.E.L.D. OPS? WE CAN'T GET THROUGH TOWN AT THIS RATE WITH JUST THE NYPD--

COLONEL FURY! CAPTAIN ROGERS! WE GOT SOME KIND OF AUDIO FILE THAT CAME IN ON THE SECURE LINE. SHE TOOK THE *BAIT*--

NO SHE DIDN'T. SHE *WANTED* US TO GET IT. PUT IT UP ON-SCREEN, WILSMANN.

OKAY, GET THESE PEOPLE OUT OF HERE. YOU TOO, WILSMANN-- THIS IS LEVEL SEVENTEEN CLEARANCE AND HIGHER.

SIR!

TO THE CITIZENS OF NEW YORK, BOSTON, MONTREAL AND WASHINGTON:

I AM THE QUEEN. I HAVE A BOMB.

I'M NOT GOING TO EXPLAIN WHAT IT DOES. YOUR LEADERS WILL TELL YOU IF THEY HAVE THE NERVE.

I'M JUST GOING TO GIVE YOU A CHANCE TO *LIVE.*

MY BOMB WILL BE DETONATED AT PRECISELY 9:30 AM THIS THURSDAY THE TWENTY-THIRD. IT CARRIES A PAYLOAD POWERFUL ENOUGH TO WIPE OUT ALL HUMAN LIFE WITHIN A RADIUS OF SIX HUNDRED MILES AROUND THE EPICENTER IN NEW YORK CITY.

YOU HAVE UNTIL THAT TIME TO LEAVE THE AREA. ONCE GONE, YOU WILL BE FORBIDDEN TO RETURN.

SIX HUNDRED MILES: YOU CAN DO THE ADDITION AND SUBTRACTION YOURSELVES. PERHAPS NOW WOULD BE A GOOD TIME TO VISIT RELATIVES ON THE WEST COAST.

OR IN CHINA. JUST TO BE ON THE SAFE SIDE.

NOW WHAT?

NOW WE HAVE A *DECISION* TO MAKE.

UH-HUH. WHAT KIND OF DECISION?

THE DECISION WHETHER TO EVACUATE.

YOU MEAN YOU'RE GOING TO *WITHHOLD* THIS? YOU CAN'T BE SERIOUS--

DEADLY. PARDON THE PUN, COLONEL.

IF WE EVACUATE THERE'S GOING TO BE PANIC--A LOT OF CONFUSION AND A LOT OF NEEDLESS DEATHS.

BUT SHE'S MISCALCULATED. WE'VE ALREADY DONE THE MATH AND I BELIEVE WE CAN BEGIN EVACUATING IF NECESSARY TWO DAYS FROM NOW.

WHAT IF WE DON'T FIND HER BEFORE THEN? HECK, WHAT IF WE *DO*?

THE ANSWER'S THE SAME TO BOTH QUESTIONS: I DON'T *KNOW*.

THE HIVE BENEATH MANHATTAN

LEAVE ME, DRONES. NOW.

I KNOW YOU'RE AFRAID OF WHAT'S GOING TO HAPPEN... WHAT'S ALREADY HAPPENING.

BUT DON'T BE. DON'T WISH FOR THINGS TO BE BACK AS THEY WERE, BECAUSE THERE IS NO GOING BACK, MY LOVE.

DON'T BE SAD, SPIDER-MAN.

YOU'RE BEAUTIFUL.

THE SPECTACULAR SPIDER-MAN®

DISASSEMBLED

MARVEL
PSR 20

JENKINS
RAMOS
FAUCHER

At a demonstration on Radiation, high school student Peter Parker was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power there must also come Great Responsibility.

THE SPECTACULAR SPIDER-MAN

"CHANGES" Part 4

PREVIOUSLY

Peter Parker--the Spectacular Spider-Man--has had his life thrown into chaos with the appearance of Ana Soria, a.k.a. the Queen. A mutant whose development was altered as part of a World War II-era military experiment, Ana is both human and insect. She can exercise complete control over the portion of the human population that carries the insect gene--including Peter. After a fateful kiss from Ana, Peter has undergone a terrifying transition into an actual spider. Now, Ana possesses a bomb that threatens to destroy all human life within 600 miles of New York City, leaving her to rule a population of insect-human hybrids.

While a weakened Peter struggles in Ana's captivity, a team of heroes attempts to track them down and save the city. But before they can, Ana issues them a warning: evacuate or face their own destruction. What she doesn't tell them is that Spider-Man's transformation is now truly, horrifyingly complete.

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Manhattan The Rooftops

FIFTY BUCKS TO WATCH MIKE TYSON LOSE IN TWO ROUNDS, AND WE GET THIS FOR *FREE*. GOD BLESS AMERICA.

WHUPWHUPWHUPW

Down Below...

...NO, I SAID GO DOWN THERE *YOURSELF* AN' TELL SERGEANT PHILLIPS WE NEED SOMEONE ON THE ROOFTOP OVERLOOKING THE PARK.

SERGEANT. PHILLIPS. ROOFTOP. PARK.

THAT TOO MUCH FOR YOU TO *REMEMBER*, SON?

NO, DETECTIVE. SORRY.

SWAT

WHAT A MESS. YOU KNOW, CAPTAIN, I HAD THE DELFINI BROTHERS ON MY BEAT BACK IN THE DAY, AND THAT WAS A CAKEWALK COMPARED TO THIS CHAOS.

I'LL SWAP YOU IF YOU LIKE, NEIL. I JUST GOT A CALL FROM COUNTY HALL-- APPARENTLY, THE CHIEF WANTS A PROGRESS REPORT.

I TOLD HIM THREE HOURS AGO THAT WE HAVEN'T *FOUND* ANY SIGN OF THIS "QUEEN" OR HER BOMB, AND HE LOOKED CONFUSED, LIKE I JUST INFORMED HIM HIS *DOG* WAS DEAD. MEANWHILE, THE PRESS ARE DESCENDING ON ME LIKE ATKINS DIETERS AT A CHEESEBURGER CONVENTION.

I WAS NEVER *TRAINED* FOR THIS.

THE ONLY ONES TRAINED FOR THIS ARE UP THERE FLYING AROUND *SANS* PARACHUTE.

THIS IS STORM: WE'VE COVERED THE WEST SIDE. NOTHING YET.

ROGER THAT. CAN YOUR PEOPLE GIVE ME AN ESTIMATE DOWN BELOW?

NOTHING YET, COLONEL, UNLESS YOU'RE LOOKING FOR THE WORLD'S BIGGEST MOUND OF GARBAGE. IT STINKS LIKE A RAT'S RECTUM DOWN HERE.

OTHER THAN THAT, NOT A WHISPER. THEY'VE GONE TO GROUND.

ARE YOU SURE WE'RE IN THE RIGHT *PLACE*, COLONEL? HOW CAN WE BE CERTAIN THE QUEEN'S LAST TRANSMISSION WASN'T DESIGNED TO THROW US OFF?

'CAUSE SHE HOLDS THE CARDS, GENERAL. SHE DOESN'T NEED TO BEAT US WHEN WE'RE ALREADY DOWN--THIS ISN'T ABOUT EGO.

GOD BLESS IT, MAN...HOW MUCH TIME DO WE HAVE LEFT?

"ABOUT FIVE HOURS, SIR."

The Hive. Deep Within Manahattan Island.

THEY'RE NO CLOSER NOW THAN THEY WERE FIVE *YEARS* AGO.

IN THE MEANTIME, THEY'RE LOSING THEIR CHANCE TO *EVACUATE.* HOW TYPICAL OF THEIR SPECIES TO PRESENT A UNITED FRONT AND BETRAY THEIR OWN HIVE AT THE SAME TIME--

--COME WITH ME, DARLING--

--IT MAKES ME MISS THE OLD DAYS WHEN HONOR WAS MORE THAN A CONCEPT DESIGNED TO JUSTIFY THE DRAFT.

I WANT YOU TO KNOW THE WHOLE STORY, SPIDER-MAN--AND YOU *WILL.* BECAUSE IF YOU APPRECIATE WHAT THEY WOULD EVENTUALLY HAVE *DONE* TO YOU, YOU'LL NEVER WANT TO GO BACK.

WE'RE SIDESHOW EXHIBITS, YOU AND I, TO BE PRODDED AND POKED FOR THEIR AMUSEMENT. WE'RE DISCARDS ON THE SCRAP HEAP OF EVOLUTION.

BUT THIS--

--IS WHERE THE RATS TAKE OVER THE LABORATORY.

DARLING, LET ME INTRODUCE YOU TO PROFESSOR DAVID JAFFE: THE MAN RESPONSIBLE FOR MY GENETIC ALTERATION. THE MAN WHO CONFIGURED THE SERUM THAT BROUGHT ABOUT *YOUR* MUTATION.

PROFESSOR JAFFE HERE KNOWS A LOT ABOUT SUFFERING. AFTER ALL, HE'S BARELY CLUNG TO LIFE SINCE I ABDUCTED HIM IN 1954.

...PLEASE... IF YOU HAVE ANY HUMANITY LEFT...

...PLEASE LET US *DIE*...

TELL US, PROFESSOR: HOW DOES IT FEEL NOW THAT THE EXPERIMENTAL SHOE'S ON THE OTHER FOOT? DOES IT STING EVERY BIT AS MUCH AS YOU IMAGINED?

AU-UHH--

WHY DON'T...YOU TELL HIM...WHAT YOU'RE *REALLY* DOING HERE, ANA..?

BECAUSE HE'S A DUMB ANIMAL. YOU CAN TAKE CREDIT FOR THAT, IF YOU WISH.

YOU'RE WRONG... TELL HIM THE *TRUTH*.

YOU *OWE* HIM THAT MUCH FOR WHAT WE'VE DONE TO HIM.

DON'T LISTEN TO HIM, DARLING. HE'S TALKING ABOUT A FUTURE HE HAS NO CONCEPT OF.

LISTEN TO ME, SPIDER-MAN: I DESIGNED...THE SERUM THAT ALTERED YOUR GENETIC STRUCTURE...

...BUT IT SHOULDN'T HAVE TAKEN PLACE YET... THE CHANGE IS TOO ABRUPT...

YOU'RE CHANGING TOO QUICKLY...NO ONE CAN WITHSTAND THAT KIND OF MUTATION...

...AND THERE'S *MORE*. SHE HASN'T TOLD YOU ABOUT THE MATING PROCESS...

HE DOESN'T UNDERSTAND YOU, DAVID. BUT TRY AND ENLIGHTEN HIM FOR YOUR OWN AMUSEMENT.

BE READY FOR THE JOYS OF FATHERHOOD, SPIDER-MAN...THERE'S ONE CATCH TO YOUR GENETIC ALTERATION THAT ANA DIDN'T TELL YOU ABOUT...

...YOU'RE *PREGNANT.*

"THIS IS RUBBER DUCK: WE'RE GO WITH THROTTLE ON MANHATTAN. NO SIGN OF OUR TANGO, GENERAL."

AVE A

"ROGER THAT, RUBBER DUCK. WE NEED AIR CAV AT LOCATION ALPHA ONE-NINER FOR POSSIBLE CIVILIAN EVAC."

"GOING HOT ON ALL SCOPES, SIR. I NEED A NAV POINT, COMMAND--"

"RUBBER DUCK: PROCEED TO BEARING SEVEN-ECHO-FOUR, MARK FOUR. REQUEST COORDINATE WITH X-MEN TEAM THERE."

WILCO, COMMAND. OVER AND OUT--

WE'RE RUNNING OUT OF *TIME.*

WE'RE NARROWING THE SEARCH. SHE WON'T HAVE MADE IT PAST THE NET--

SHE'S A LITTLE FISH AN' NEW YORK CITY IS A BIG POND, CAP.

JUST ONE MORE HOUR-- WE'RE CLOSING IN.

"ON WHAT?"

THEY'RE MAKING A MISTAKE.

FINE. IF THEY WANT TO MURDER THEIR OWN KIND, I HAVE NO QUALMS. IT WOULDN'T BE THE *FIRST* TIME.

HOW MANY TIMES HAVE THEY BETRAYED YOU, DARLING--

KRRT.

KRTT...RTT... KAFF...

SCREAAAA!

NO...WHAT'S HAPPENING TO YOU...?

...YOU'RE SUPPOSED TO BE MINE--

HAKK... HRRT...

KRTT... MMMAAA...

SCREAMQUEEN

NO...NO...JAFFE SAID YOU COULD *ACCEPT* THE MUTATION... HE PROMISED...

...SOMEBODY *DO* SOMETHING!

HIS LIFE IS TERMINATED, MAJESTY.

NO...

NO...

NO...

NO.

YOU LIED TO ME, DAVID.

SOOOLUEEE!

AH-HUHH... ÷EHH÷...PRIME THE DEVICE, DRONE...

...TEN MINUTES, ON MY MARK...

...THEN, WE DETONATE.

WE'RE REQUESTING AIR SUPPORT AT THESE LOCATIONS, COLONEL--

SIR! WE HAVE A REPORT OF MAJOR SEISMIC ACTIVITY AT TWELFTH AND BROADWAY.

IT'S DOWN IN THE SUBWAY SYSTEM, SIR!

WHO'S DOWN THERE?

COLONEL, THIS IS CYCLOPS: GOT A MAJOR PROBLEM DOWN HERE! THEY JUST CAME OUT OF THE WALLS.

WE'RE TRYING TO GET OUR BEARINGS, BUT THERE ARE TOO MANY OF THEM IN THE WAY.

THEN GET THEM OUT OF THE WAY!

UH... I DON'T THINK YOU QUITE UNDERSTAND WHAT I *SAID*, SIR.

WE ARE "GO" FOR DETONATION. RECALIBRATE FOR MINUS FOUR MINUTES AND COUNTING.

BOOM!

BOOM!

BOOM!

GIVE ME A STATUS REPORT ON THE SUBWAY SITUATION. HOLD THE PERIMETER--

BOOM!

BOOM!

BOOM!

RRTT

AH-UHKK!

HRKKK... ECHH...

Million voices in my brain. Can't turn them off.

Every old instinct is gone. No...different. REPLACED.

BETTER.

WELL, THAT'S A FIRST.

'Kay...stay calm, Pete--there's going to be an explanation for this.

Lord, please let there be an explanation for this.

I WANT OUR FORCES DOUBLED AT THE PERIMETER. PUT ALL AVAILABLE DRONES AT THE WALL!

PREPARE FOR IMMEDIATE DETONATION!

BRAKKABOOM!

WHAT WAS THAT?

HHUHH... HEHH...

...I MUSTA GAINED WEIGHT...

KURT! SEE IF YOU CAN FIND AN OPEN SPOT AND TELEPORT INSIDE!

ES GIBT ZU VIELE!

NOW! DETONATE THE BOMB NOW!

...HHH... OKAY...THAT'S FOR GETTING ME PREGNANT WITHOUT MY PERMISSION.

IT'S TOO LATE, SPIDER-MAN! THE BOMB'S STILL ON A TIMER.

FINE. LET'S TRY ONE OF THESE WIRES.

LET'S NOT.

LET'S SEE INSTEAD IF YOU CAN DIE *TWICE* IN THE SAME AFTERNOON.

SHUUEEE!

YAAHH!

SHUUEEEE!

Can't feel my fingers...pain's at overload levels...

...gotta get to the device... but where?

There--inside the hive mind--that's her weakness. The hive betrays her thoughts.

And suddenly--following a stream of new instincts--I'm reaching out to every insect for a mile around me.

I'm spinning a new kind of web: designed for information.

Yellow wire, followed by *RED.*

NO--

AHHH

Minutes later

...A SUDDEN SURGE OF PSIONIC ACTIVITY FOLLOWED BY AN EXPLOSION. AND ALL OF HER DRONES WERE SUDDENLY BACK TO NORMAL--

COLONEL--?

STAY RIGHT THERE, SPIDER-MAN! DO NOT ATTEMPT TO MOVE OR I *WILL* FIRE!

STAND DOWN, SOLDIER. HE'S ONE OF OURS.

BUT SIR--

WE HIT OUR TARGET, SON. STAND DOWN BEFORE YOU PUT SOMEONE'S EYE OUT.

YOUR NEWS UPDATE ON THE HOUR: BOMB DEFUSED, PEOPLE SAFE, SUBWAY DESTROYED, NEED LUNCH BREAK.

SHE'S *DEAD*, BY THE WAY.

HOW CAN YOU BE SURE?

TRUST ME.

NICE WORK, SON! VERY IMPRESSIVE!

LISTEN...IF IT'S ALL THE SAME TO YOU GUYS, I'M GOING HOME. CLEAN-UP'S NOT MY STRONG POINT. AN' BESIDES, I GOTTA RETIRE STAGE LEFT BEFORE SOMEONE *SHOOTS* AT ME.

WAIT...WHAT HAPPENED TO YOUR HANDS?

SPIDER-MAN!

As I crest the top of an adjacent building, I pass fifteen hundred ants inside a flowerpot that just want to say "*hello.*"

Ants are friendly, I've decided, even if slightly confused about their surroundings.

I hear each and every insect in the entire neighborhood. The world unfolds like never before.

An' I can't help but laugh at the irony of what that hag tried to do to me.

Y'know scientifically speaking, a spider isn't even an ***INSECT.***

'LO, BABE.

DO I BOTHER ASKING?

ONLY AFTER BREAKFAST. I GOTTA REPLENISH.

OHH, GOD...YOU STUPID, STUPID MAN--

HEY!

IT'S OKAY, KIDDO--IT'S ALL COOL.

NO, IT'S TOO *MUCH*, PETE. THIS IS ALL TOO MUCH RIGHT NOW.

I WANT TO KNOW WHAT JUST HAPPENED TO US.

WELL, UH...

...I'VE MADE A COUPLE OF *CHANGES*.

End.

SIX-ARMED SPIDER-MAN?!

Spider-Man's life is thrown into turmoil as he begins to undergo a shocking transformation – one that may well leave the web-slinger scarred forever! What is the cause of this strange mutation – and how does it connect to the troubles plaguing the Avengers?

Betrayed by his body and suffering the painful effects of his slow transformation from man to arachnid, Spidey must confront the architect of his metamorphosis – the Queen! But only Captain America holds the key to her defeat!

Collecting *Spectacular Spider-Man #15-20* – written by **Paul Jenkins** (*Wolverine: Origin*) and illustrated by **Michael Ryan** (*Mystique*), **Humberto Ramos** (*Peter Parker: Spider-Man*) and **Paco Medina** (*Fantastic Four*).

MARVEL

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